

RECORDATION NO. 24266-II FILED

MAY 11 '05 12:12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 11, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease, dated February 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease which were previously filed with the Board under Recordation Number 24266-B and 24266-D.

The name and address of the party to the enclosed document are:

Lessor: Fleet National Bank
One Financial Plaza
Providence, Rhode Island 02903

[Lessee: Railcar Investments LLC
c/o First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, Illinois 60018]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

1. 25 railcars among the railcars listed under recordation number 24266-B: UPKL 090056 – UPKL 090080.
2. 93 railcars among the railcars listed under recordation number 24266-D: UPKL 090026 – UPKL 090055 (except UPKL 090053) and UPKL 090081 – UPKL 090145 (except UPKL 090142).

A short summary of the document to appear in the index is:

Partial Termination of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**PARTIAL TERMINATION OF LEASE
(Surface Transportation Board)**

MAY 11 '05 12-12 PM
SURFACE TRANSPORTATION BOARD

This Partial Termination of Lease (this "Partial Termination") terminates the Lease, dated as of December 30, 2002 (the "Lease"), between Fleet National Bank, as Lessor and Railcar Investment LLC, as Lessee, solely with respect to railcars identified below:

1. Twenty-five (25) railcars identified in Exhibit 1 attached hereto. A memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on January 24, 2003 at 11:33 a.m. under Recordation Number 24266-B.
2. Ninety-three (93) railcars identified in Exhibit 2 attached hereto. A memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on March 13, 2003 at 5:27 p.m. under Recordation Number 24266-D.

This Partial Termination shall only be effective after the execution by Wells Fargo Bank Northwest, National Association, as Administrative Agent of the Partial Release of Security Interest in form and substance identical to Exhibit IV. Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Lease or otherwise referenced therein.

This Partial Termination shall not impair or terminate any rights and obligations of the parties under the Lease with respect to the remaining railroad equipment covered by the Lease, as to which the Lease remains in full force and effect.

Dated this 27th day of FEBRUARY, 2005.

FLEET NATIONAL BANK, LESSOR

By: 

Name: JOHN F. CUDDY

Title: Vice President

EXHIBIT 1
(Pool 2 - 25 Cars)

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
UPKL	090056	UPKL	090069
UPKL	090057	UPKL	090070
UPKL	090058	UPKL	090071
UPKL	090059	UPKL	090072
UPKL	090060	UPKL	090073
UPKL	090061	UPKL	090074
UPKL	090062	UPKL	090075
UPKL	090063	UPKL	090076
UPKL	090064	UPKL	090077
UPKL	090065	UPKL	090078
UPKL	090066	UPKL	090079
UPKL	090067	UPKL	090080
UPKL	090068		

EXHIBIT 2
(Pool 3 - 93 Cars)

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
UPKL	090026	UPKL	090099
UPKL	090027	UPKL	090100
UPKL	090028	UPKL	090101
UPKL	090029	UPKL	090102
UPKL	090030	UPKL	090103
UPKL	090031	UPKL	090104
UPKL	090032	UPKL	090105
UPKL	090033	UPKL	090106
UPKL	090034	UPKL	090107
UPKL	090035	UPKL	090108
UPKL	090036	UPKL	090109
UPKL	090037	UPKL	090110
UPKL	090038	UPKL	090111
UPKL	090039	UPKL	090112
UPKL	090040	UPKL	090113
UPKL	090041	UPKL	090114
UPKL	090042	UPKL	090115
UPKL	090043	UPKL	090116
UPKL	090044	UPKL	090117
UPKL	090045	UPKL	090118
UPKL	090046	UPKL	090119
UPKL	090047	UPKL	090120
UPKL	090048	UPKL	090121
UPKL	090049	UPKL	090122
UPKL	090050	UPKL	090123
UPKL	090051	UPKL	090124
UPKL	090052	UPKL	090125
UPKL	090054	UPKL	090126
UPKL	090055	UPKL	090127
UPKL	090081	UPKL	090128
UPKL	090082	UPKL	090129
UPKL	090083	UPKL	090130
UPKL	090084	UPKL	090131
UPKL	090085	UPKL	090132
UPKL	090086	UPKL	090133
UPKL	090087	UPKL	090134
UPKL	090088	UPKL	090135
UPKL	090089	UPKL	090136
UPKL	090090	UPKL	090137
UPKL	090091	UPKL	090138
UPKL	090092	UPKL	090139
UPKL	090093	UPKL	090140
UPKL	090094	UPKL	090141
UPKL	090095	UPKL	090143
UPKL	090096	UPKL	090144
UPKL	090097	UPKL	090145
UPKL	090098		

EXHIBIT IV

**PARTIAL RELEASE OF SECURITY INTEREST
(Surface Transportation Board)**

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent (the "Bank"), does hereby terminate, release and discharge a security interest held by the Bank pursuant to the Security Agreement dated December 30, 2002 (the "Security Agreement"), between the Bank and Fleet National Bank, as Grantor, insofar as the same encumbers that certain railroad equipment identified below:

2. Twenty-five (25) railcars identified in Exhibit 1 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on January 24, 2003 at 11:40 a.m. under Recordation Number 24266-C.
3. Ninety-three (93) railcars identified in Exhibit 2 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on March 13, 2003 at 5:30 p.m. under Recordation Number 24266-E.

Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Security Agreement or otherwise referenced therein.

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by the Bank or any other assets or property of Fleet National Bank encumbered by the Security Agreement in favor of the Bank.

Dated this ____ day of _____, 2005.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION

By: _____
Name: _____
Title: _____

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this ____ day of _____, 2005 by _____, as _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

NOTARY PUBLIC

My Commission Expires: _____

[Notarial Seal]

EXHIBIT 1
(Pool 2 - 25 Cars)

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
UPKL	090056	UPKL	090069
UPKL	090057	UPKL	090070
UPKL	090058	UPKL	090071
UPKL	090059	UPKL	090072
UPKL	090060	UPKL	090073
UPKL	090061	UPKL	090074
UPKL	090062	UPKL	090075
UPKL	090063	UPKL	090076
UPKL	090064	UPKL	090077
UPKL	090065	UPKL	090078
UPKL	090066	UPKL	090079
UPKL	090067	UPKL	090080
UPKL	090068		

EXHIBIT 2
(Pool 3 - 93 Cars)

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>	<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
UPKL	090026	UPKL	090099
UPKL	090027	UPKL	090100
UPKL	090028	UPKL	090101
UPKL	090029	UPKL	090102
UPKL	090030	UPKL	090103
UPKL	090031	UPKL	090104
UPKL	090032	UPKL	090105
UPKL	090033	UPKL	090106
UPKL	090034	UPKL	090107
UPKL	090035	UPKL	090108
UPKL	090036	UPKL	090109
UPKL	090037	UPKL	090110
UPKL	090038	UPKL	090111
UPKL	090039	UPKL	090112
UPKL	090040	UPKL	090113
UPKL	090041	UPKL	090114
UPKL	090042	UPKL	090115
UPKL	090043	UPKL	090116
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UPKL	090051	UPKL	090124
UPKL	090052	UPKL	090125
UPKL	090054	UPKL	090126
UPKL	090055	UPKL	090127
UPKL	090081	UPKL	090128
UPKL	090082	UPKL	090129
UPKL	090083	UPKL	090130
UPKL	090084	UPKL	090131
UPKL	090085	UPKL	090132
UPKL	090086	UPKL	090133
UPKL	090087	UPKL	090134
UPKL	090088	UPKL	090135
UPKL	090089	UPKL	090136
UPKL	090090	UPKL	090137
UPKL	090091	UPKL	090138
UPKL	090092	UPKL	090139
UPKL	090093	UPKL	090140
UPKL	090094	UPKL	090141
UPKL	090095	UPKL	090143
UPKL	090096	UPKL	090144
UPKL	090097	UPKL	090145
UPKL	090098		